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**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

In re:

BLOCKFI INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 22-19361 (MBK)

(Jointly Administered)

**DECLARATION OF MICHAEL NONAKA, ON BEHALF OF PROPOSED  
ORDINARY COURSE PROFESSIONAL COVINGTON & BURLING LLP**

I, Michael Nonaka, pursuant to Section 1746 of title 28 of the United States Code, hereby  
declare that the following is true to the best of my information, knowledge, and belief:

<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: BlockFi Inc. (0015); BlockFi Trading LLC (2487); BlockFi Lending LLC (5017); BlockFi Wallet LLC (3231); BlockFi Ventures LLC (9937); BlockFi International Ltd. (N/A); BlockFi Investment Products LLC (2422); BlockFi Services, Inc. (5965) and BlockFi Lending II LLC (0154). The location of the Debtors' service address is 201 Montgomery Street, Suite 263, Jersey City, NJ 07302.

1. I am a partner of the law firm Covington & Burling LLP, located at 850 10th Street NW, Washington, DC 20001 (the “Company”).

2. This Declaration is submitted in connection with an order of the United States Bankruptcy Court for the District of New Jersey authorizing BlockFi Inc. and/or its affiliated debtors (collectively, the “Debtors”) to retain certain professionals in the ordinary course of business during the pendency of the Debtors’ Chapter 11 Cases [Dkt. 301] (the “Order”). Following the date that the Debtors’ Chapter 11 Cases were commenced (the “Petition Date”), the Debtors have requested that the Company provide professional services (or continue to provide such services) to the Debtors, and the Company has consented to provide such services. Accordingly, the Company is submitting this Declaration pursuant to the Order.

3. The Company, through me, and other members, partners, associates, or employees of the Company, has provided, or plans to provide, the following services to the Debtors from and after the Petition Date: legal services relating to financial services regulatory matters, including the Debtors’ regulatory and compliance obligations under licenses, permissions, registrations, and approvals obtained by the Debtors from certain federal and state authorities.

4. BlockFi Inc. and/or its affiliated debtors (collectively, the “Debtors”) have requested that the Company provide legal services to the Debtors, and the Company has consented to provide such services.

5. The Company may have performed services in the past and may perform services in the future, in matters unrelated to these Chapter 11 Cases, for persons that are parties in interest in these cases. As part of its customary practice, the Company is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these cases. The Company does not

perform services for any such person in connection with these cases. In addition, the Company does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates with respect to the matters on which the Company is to be employed.

6. Neither I, nor any principal of, or professional employed by the Company has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Company.

7. Neither I, nor any principal of, or professional employed by the Company, insofar as I have been able to discover, holds or represents any interest adverse to the Debtors or their estates with respect to the matters on which the Company is to be employed.

8. The Company believes that it is owed approximately \$9,690 on account of services rendered and expenses incurred prior to the Petition Date in connection with the Company's employment by the Debtors.

9. The Debtors owe the Company \$9,690 for prepetition services, the payment of which is subject to limitations contained in title 11 of the United States Code, 11 U.S.C. 101-1532. The Company holds a prepetition retainer in the amount of \$60,000 and intends to draw on the retainer in order to satisfy any prepetition amounts due in accordance with the terms of the Order.

10. As of the Petition Date, which was the date on which the Debtors commenced these Chapter 11 Cases, the Company was not party to an agreement for indemnification with the Debtors.

11. At any time during the period of its employment, if the Company should discover any facts bearing on the matters described herein, the Company will supplement the information contained in this Declaration.

12. I, or a representative of the Company, have read and am familiar with the requirements of the *Order Granting Debtors' Motion for Entry of an Order Authorizing Employment and Payment of Professionals Utilized in the Ordinary Course of Business*.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this February 14, 2023, in Washington, District of Columbia, United States of America.

/s/ Michael Nonaka

Michael Nonaka